

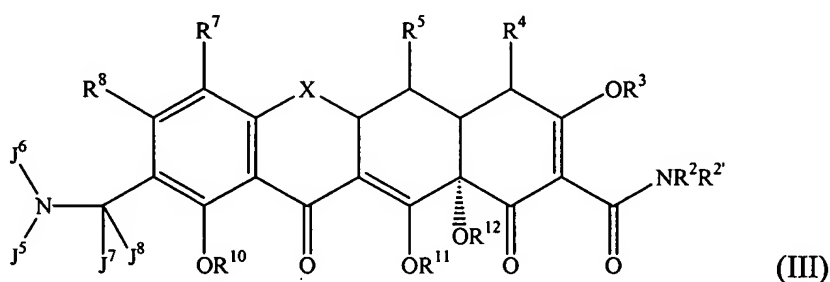
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions of the claims and listing of the claims in the application:

1.-15. (Cancelled)

16. (Currently Amended)

A tetracycline compound of formula (III):



wherein:

J^5 and J^6 are each independently hydrogen, alkyl, alkenyl, alkynyl, aryl, sulfonyl, acyl, alkoxycarbonyl, alkaminocarbonyl, alkaminothiocabonyl, substituted thiocabonyl, substituted carbonyl, alkoxythiocarbonyl, or linked to form a ring;

J^7 and J^8 are each alkyl, halogen, or hydrogen;

X is $CR^{6'}R^6$;

R^2 , $R^{2'}$, $R^{4'}$, and $R^{4''}$ are each independently hydrogen, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;

R^4 is $NR^{4'}R^{4''}$, alkyl, alkenyl, alkynyl, aryl, hydroxyl, halogen, or hydrogen;

R^3 , R^{10} , R^{11} and R^{12} are each hydrogen or a pro-drug moiety;

R^5 is hydroxyl, hydrogen, thiol, alkanoyl, aroyl, alkaroyl, aryl, heteroaromatic, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, alkyl carbonyloxy, or aryl carbonyloxy;

R^6 and $R^{6'}$ are each independently hydrogen, methylene, absent, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R^7 is hydrogen, ethyl, phenyl, 4-*t*-butylphenyl, *t*-butylaminophenyl or dimethylamino; ~~nitro, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, arylalkyl, amino, arylalkenyl, arylalkynyl, thionitroso, or $(CH_2)_{0-3}NR^{7e}C(=W')WR^{7a}$;~~

~~_____ W is $CR^{7d}R^{7e}$, S, NR^{7b} or O;~~

~~_____ W' is O, S, or NR^{7f} ;~~

~~_____ R^{7a} , R^{7b} , R^{7c} , R^{7d} , and R^{7e} are each independently hydrogen, acyl, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, arylalkyl, aryl, heterocyclic, heteroaromatic or a prodrug moiety;~~

R^8 is hydrogen, hydroxyl, halogen, thiol, alkyl, alkenyl, alkynyl, aryl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl;

R^{13} is hydrogen, hydroxyl, alkyl, alkenyl, alkynyl, alkoxy, alkylthio, alkylsulfinyl, alkylsulfonyl, alkylamino, or an arylalkyl; and

pharmaceutically acceptable salts thereof.

17. **(Original)** The tetracycline compound of claim 16, wherein R^4 is $NR^{4'}R^{4''}$, X is $CR^6R^{6'}$; R^2 , $R^{2'}$, R^6 , $R^{6'}$, R^8 , R^{10} , R^{11} , and R^{12} are each hydrogen; $R^{4'}$ and $R^{4''}$ are lower alkyl; and R^5 is hydroxyl or hydrogen.

18. **(Original)** The tetracycline compound of claim 17, wherein $R^{4'}$ and $R^{4''}$ are each methyl and R^5 is hydrogen.

19. **(Original)** The tetracycline compound of claim 16, wherein J^7 and J^8 are hydrogen.

20. **(Original)** The tetracycline compound of claim 16, wherein J^5 is substituted or unsubstituted alkyl.

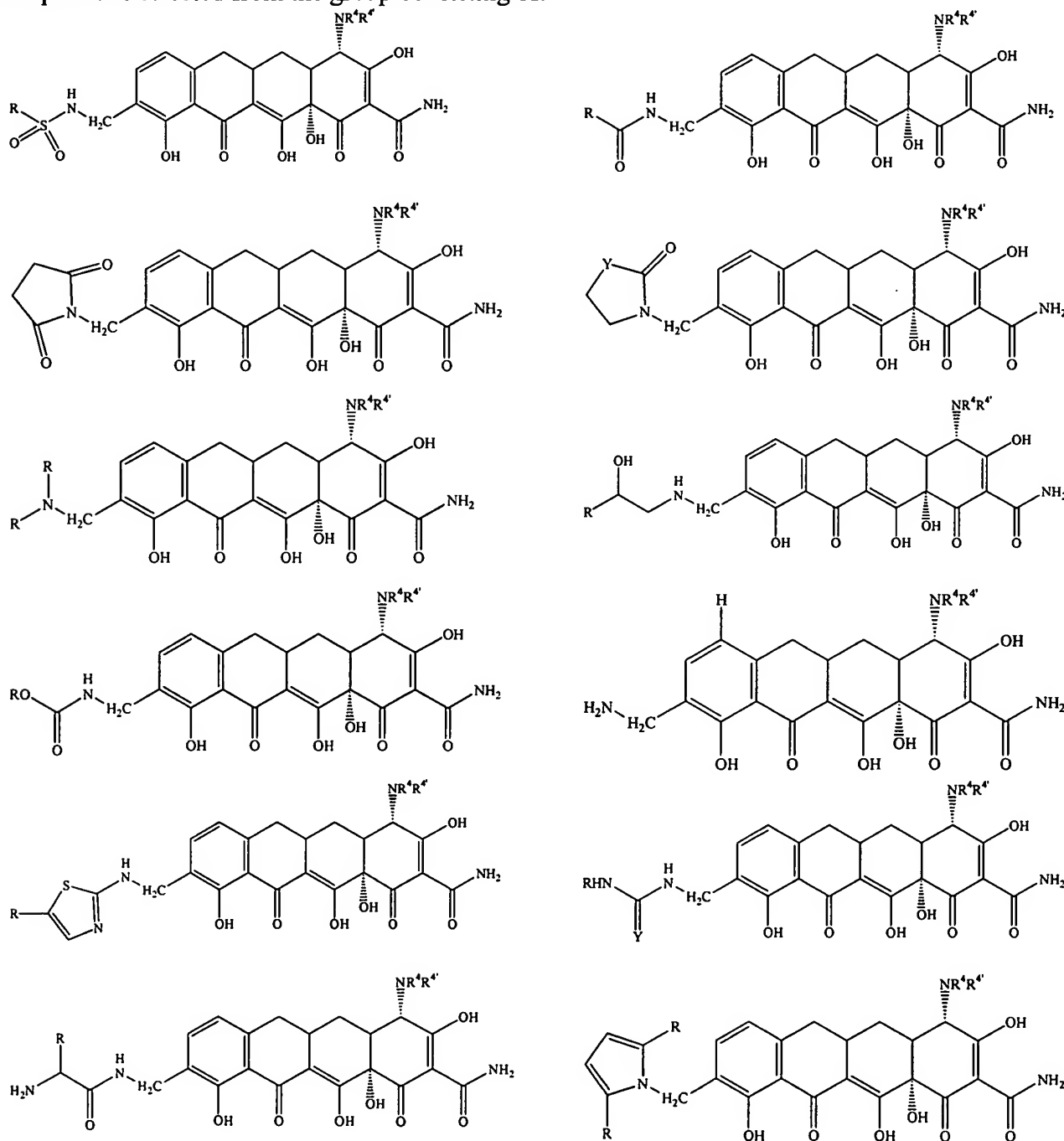
21. **(Original)** The tetracycline compound of claim 16, wherein J^5 is sulfonyl.

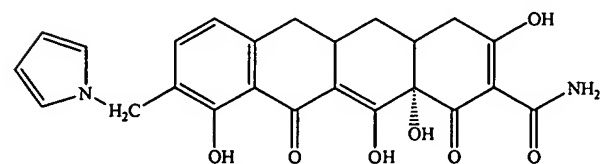
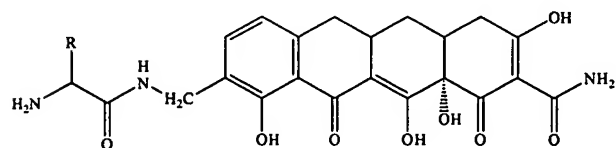
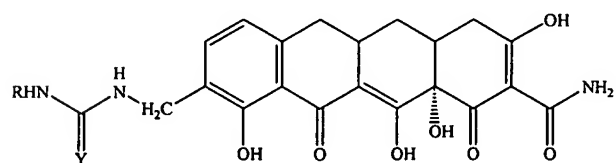
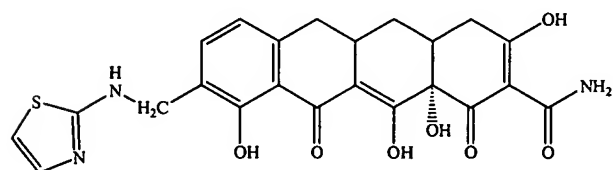
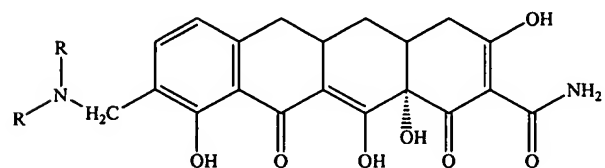
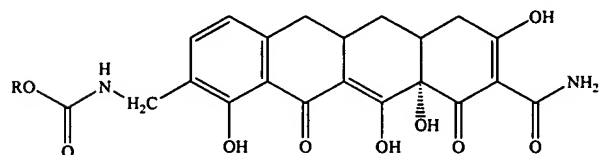
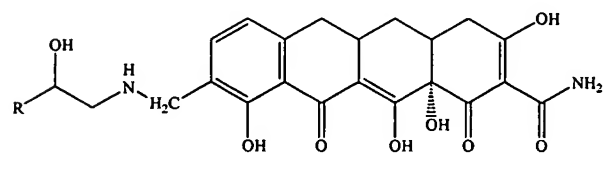
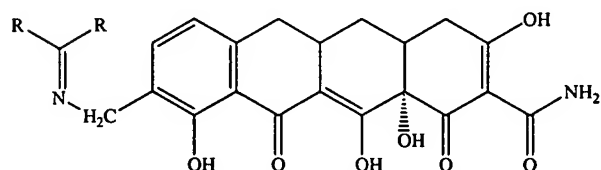
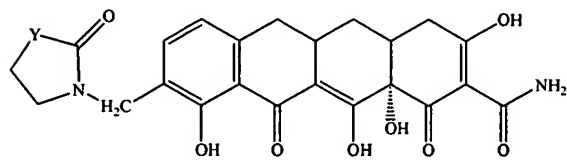
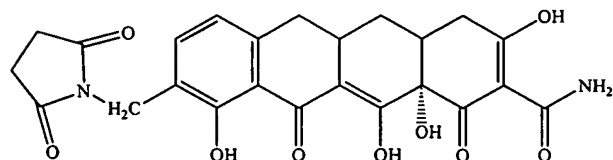
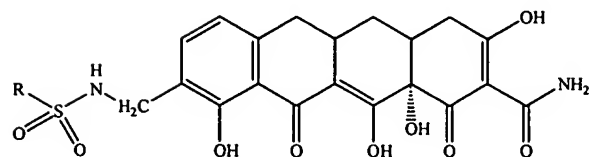
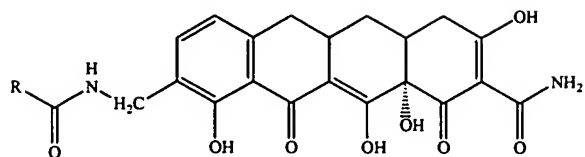
22. **(Original)** The tetracycline compound of claim 16, wherein J^5 and J^6 are linked to form a ring.

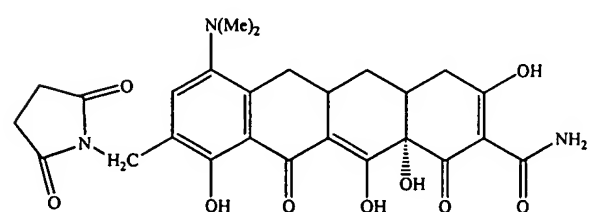
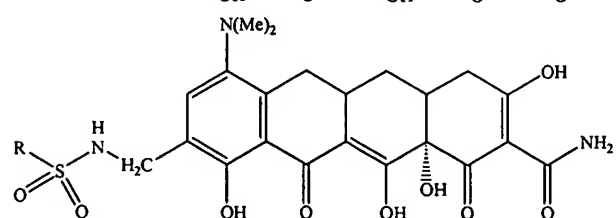
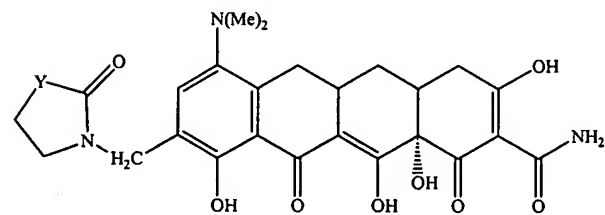
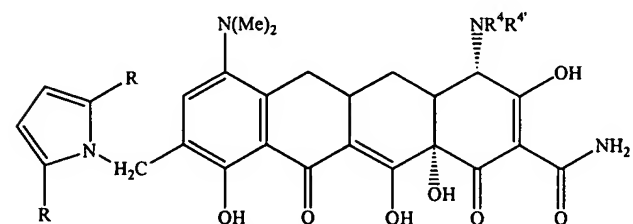
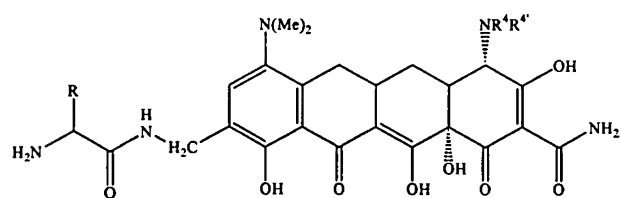
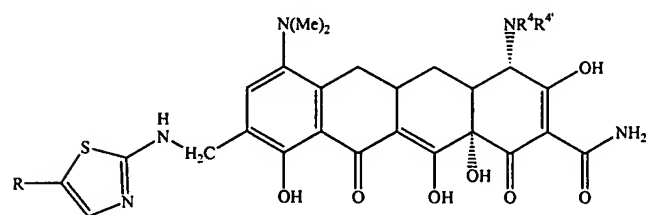
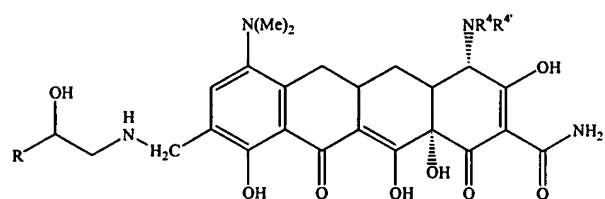
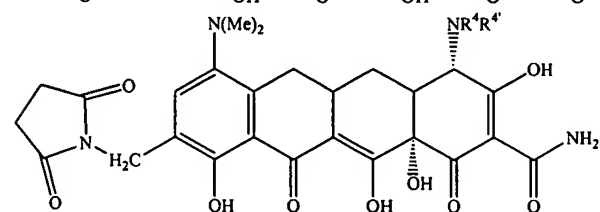
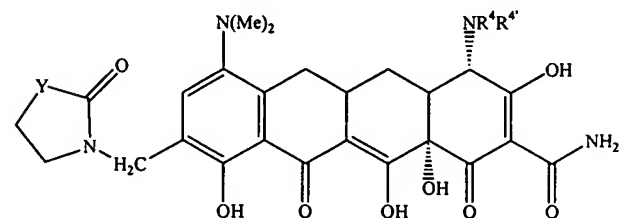
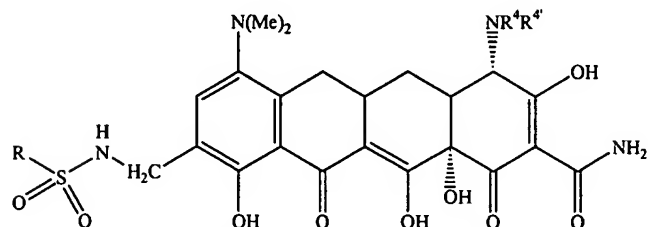
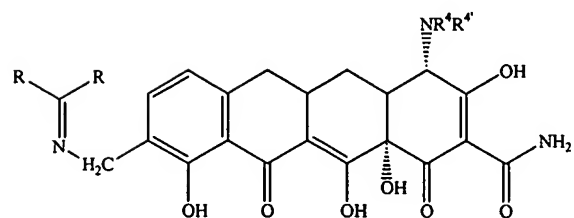
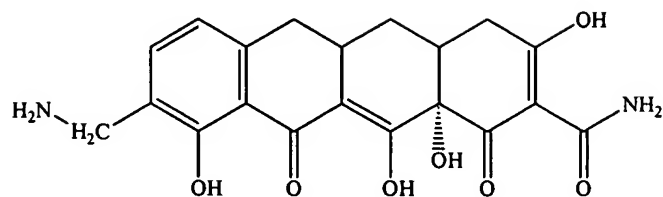
23. **(Original)** The tetracycline compound of claim 16, wherein J^5 is heteroaryl.

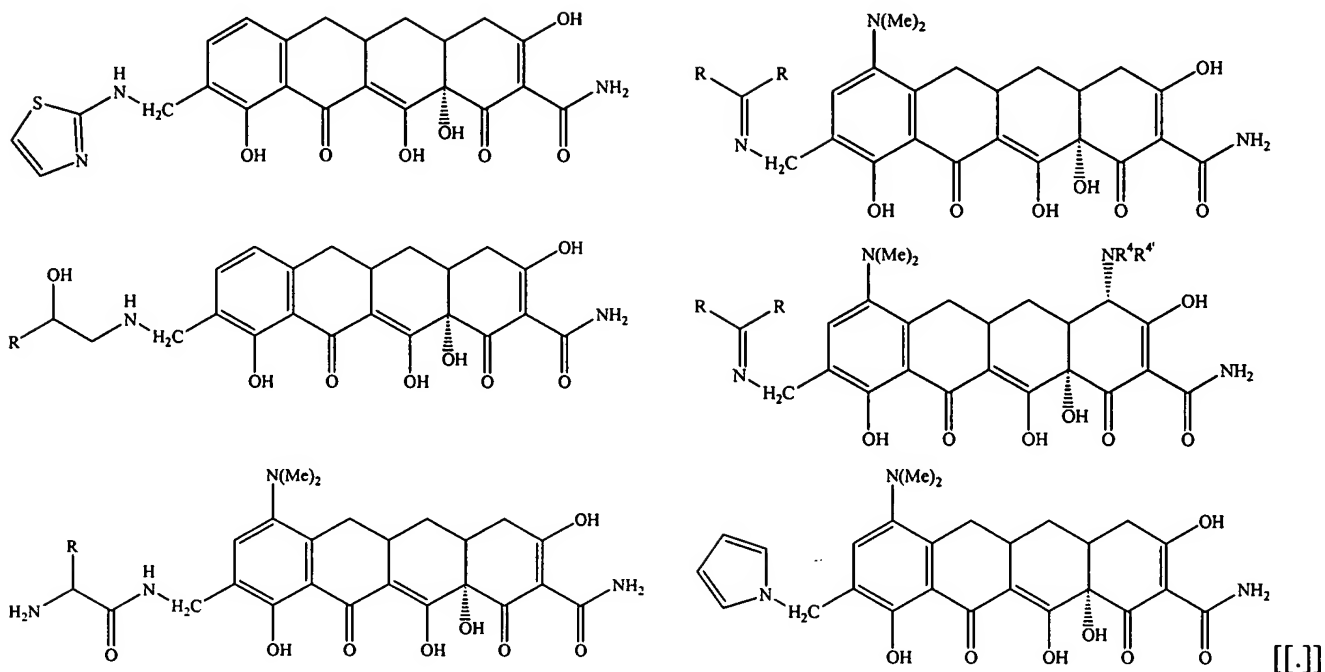
24. **(Original)** The tetracycline compound of claim 16, wherein J⁵ is substituted carbonyl.

25. **(Currently Amended)** The tetracycline compound of claim 16, wherein said compound is selected from the group consisting of:







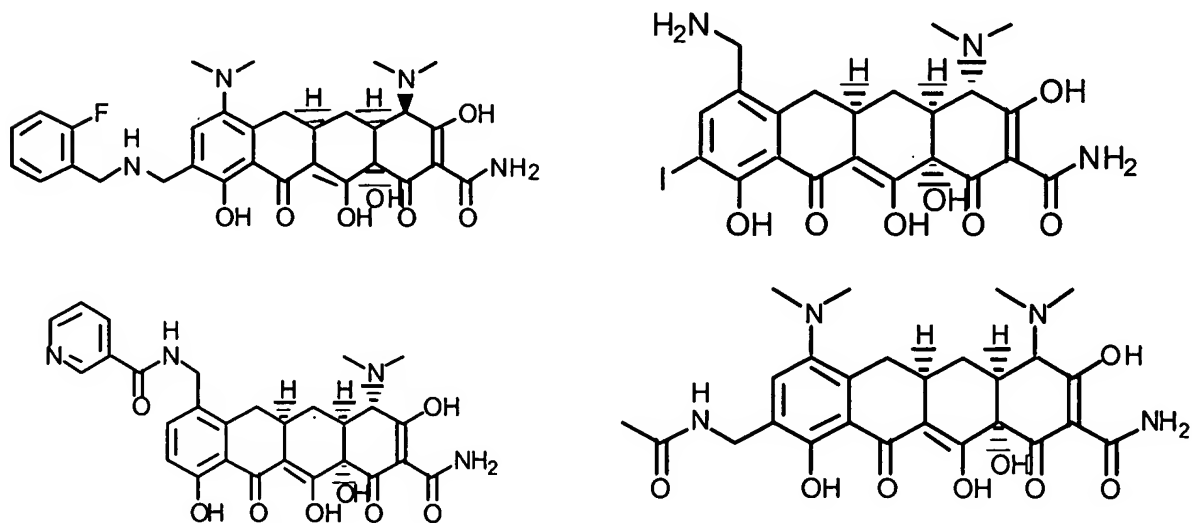


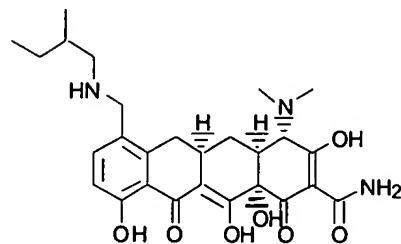
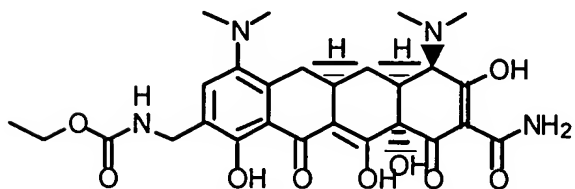
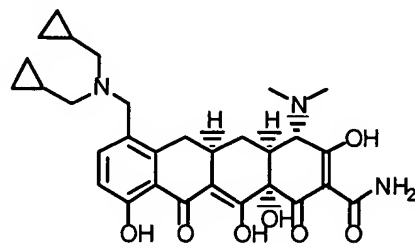
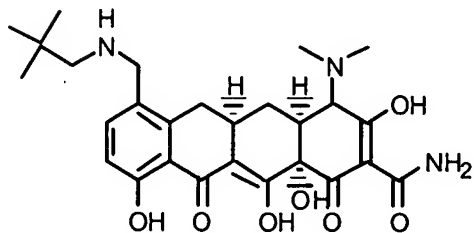
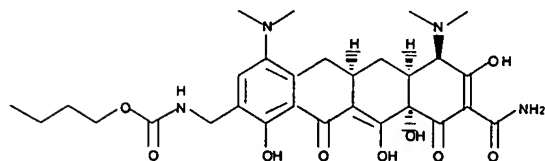
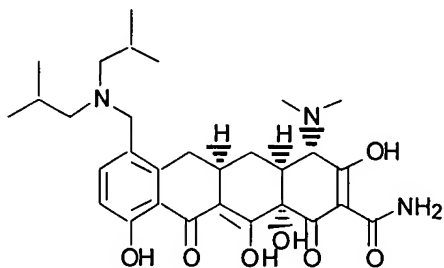
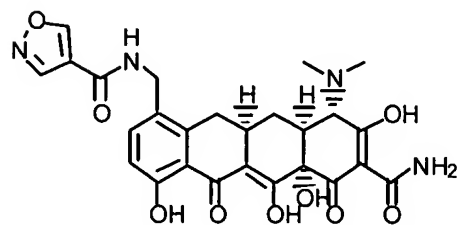
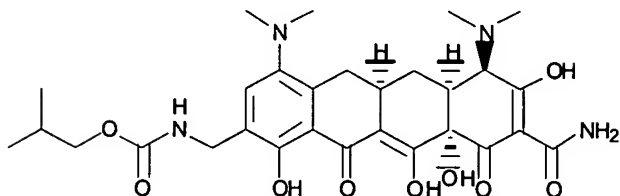
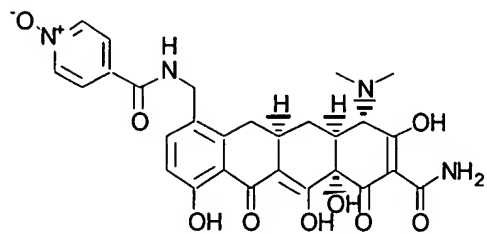
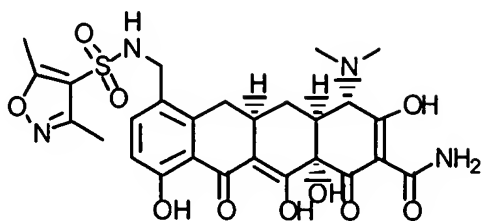
wherein

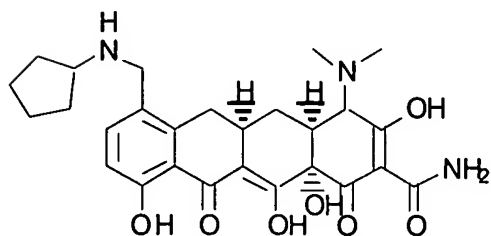
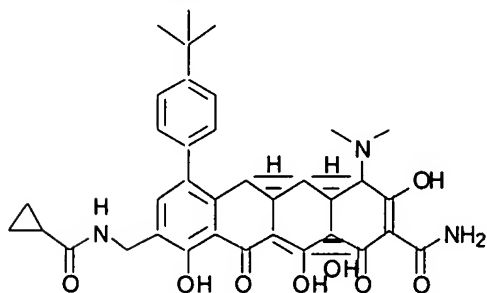
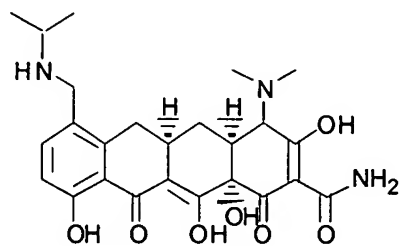
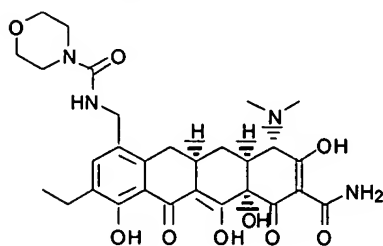
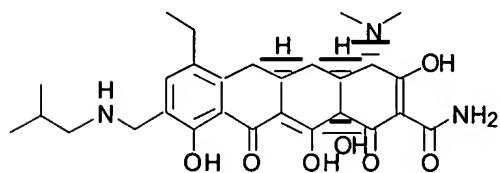
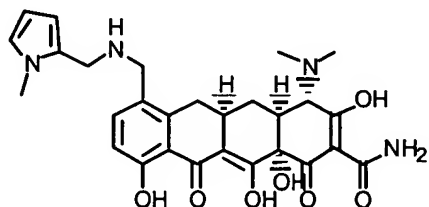
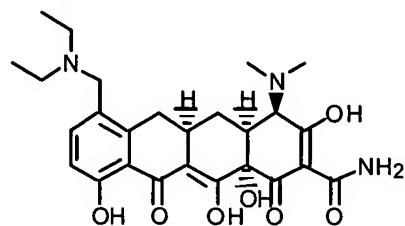
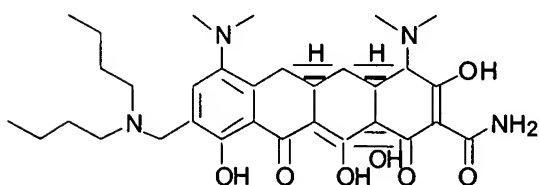
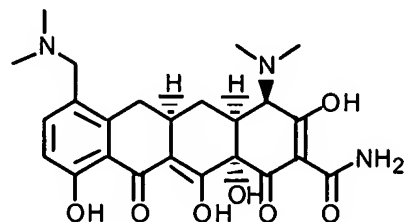
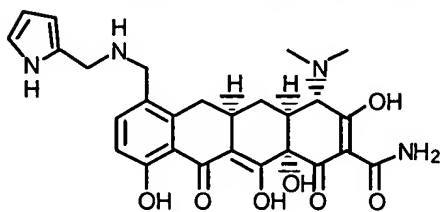
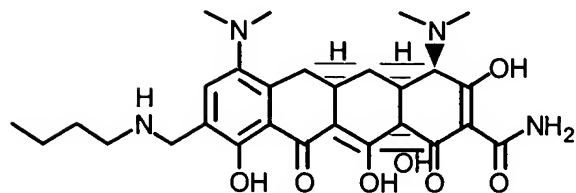
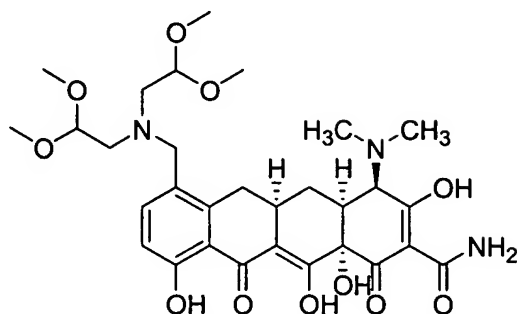
R is substituted or unsubstituted alkyl, alkenyl, alkynyl, halogen, alkoxy; and

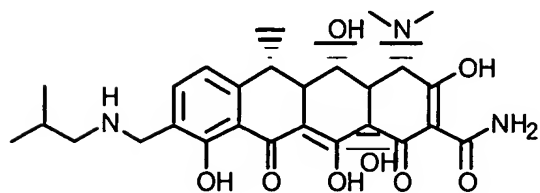
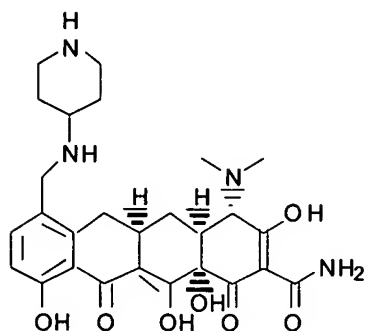
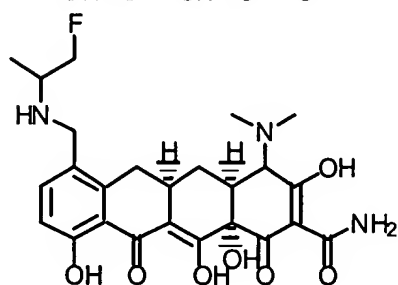
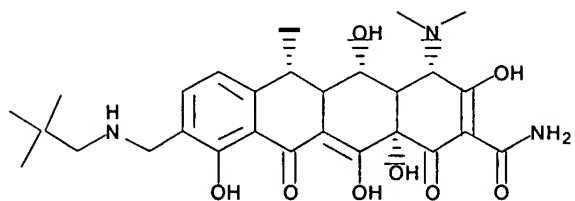
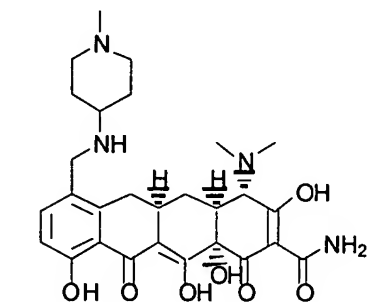
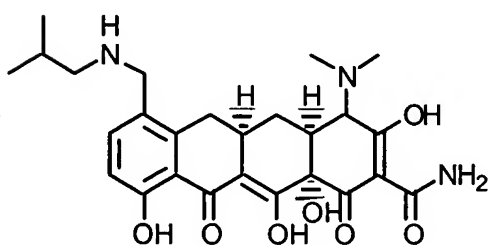
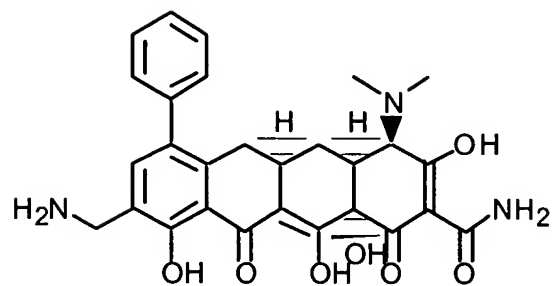
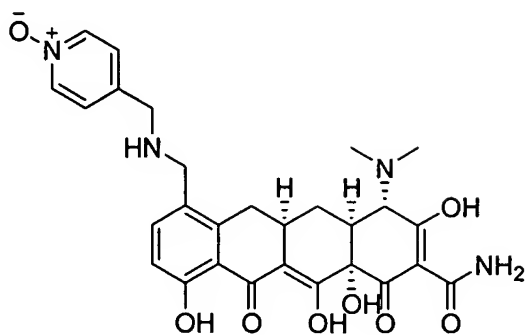
Y is N, O, or S, or pharmaceutically acceptable salts or prodrugs thereof.

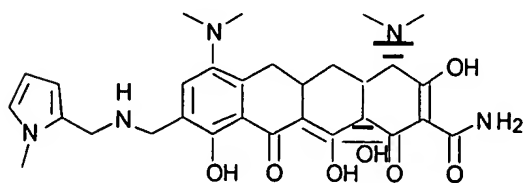
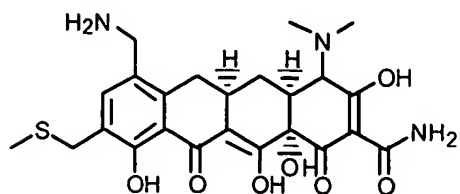
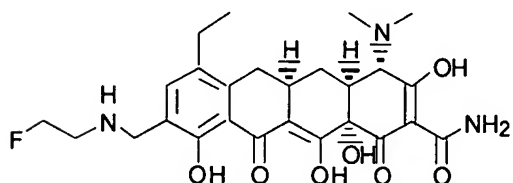
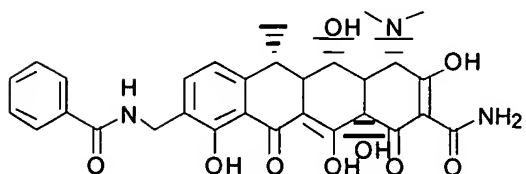
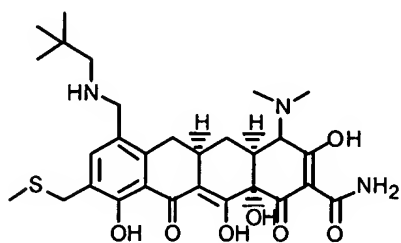
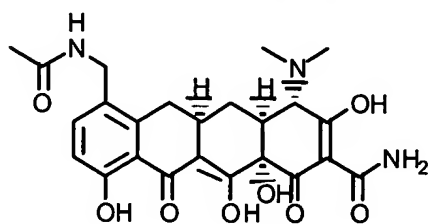
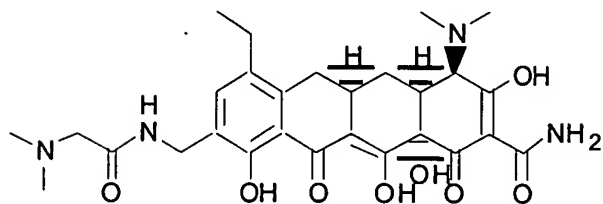
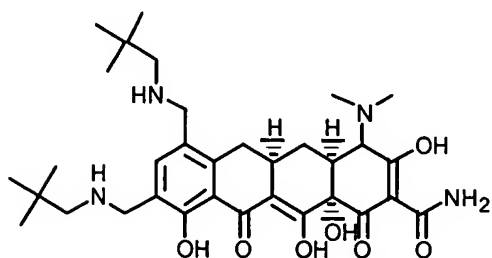
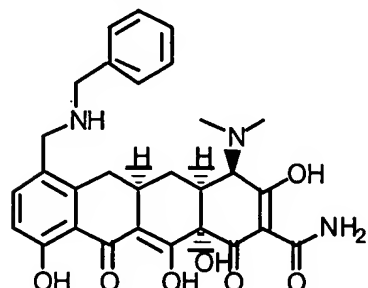
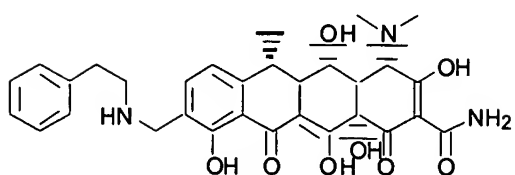
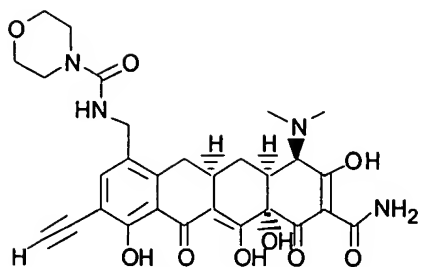
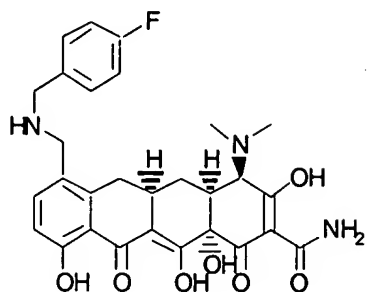
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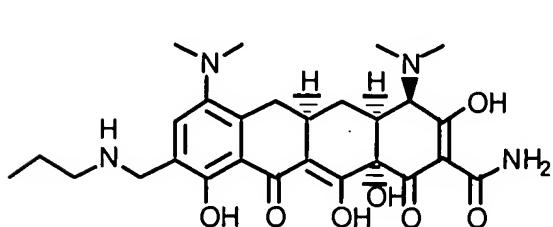
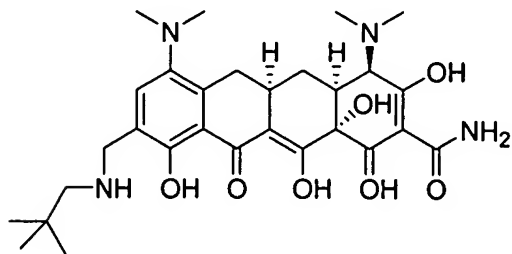
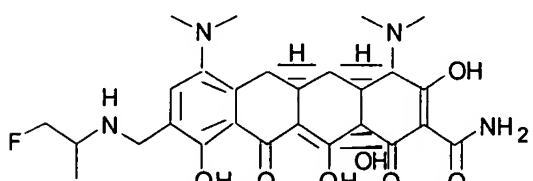
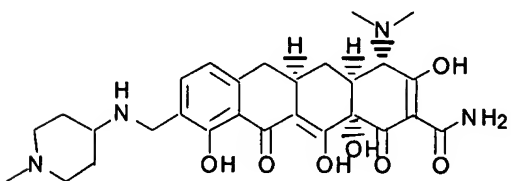
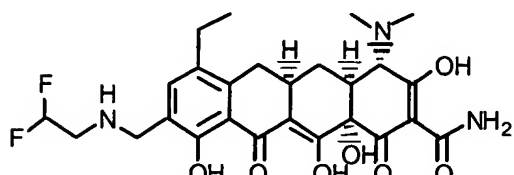
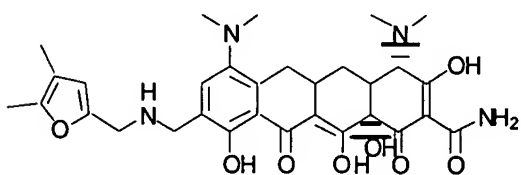
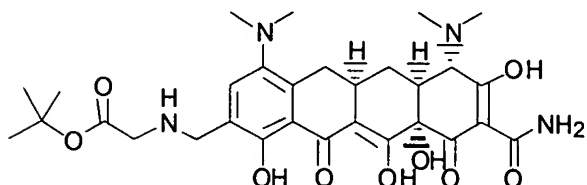
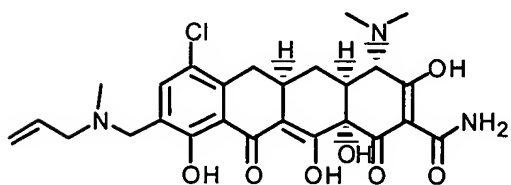
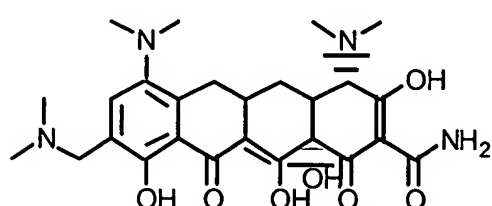
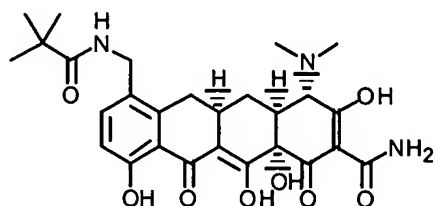
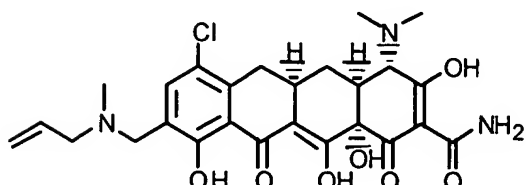
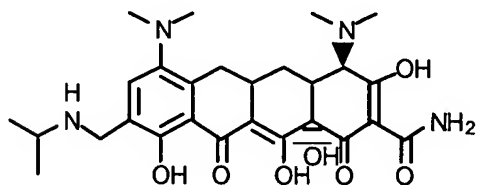
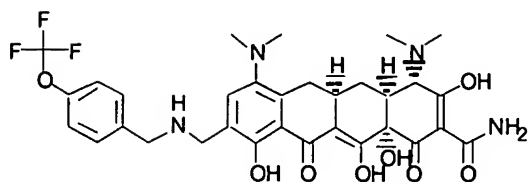
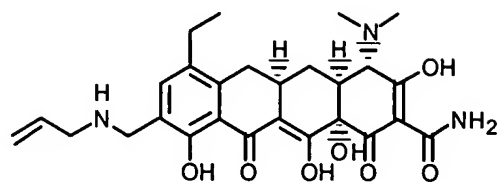


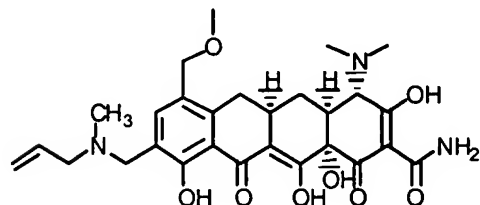
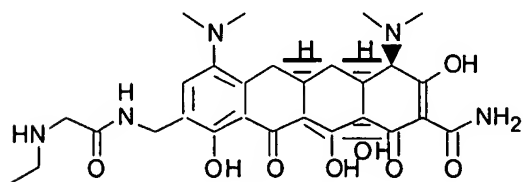
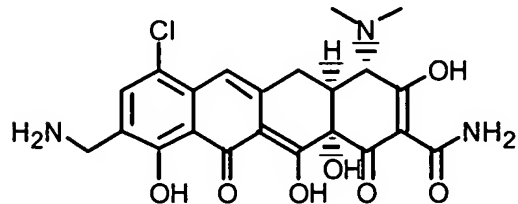
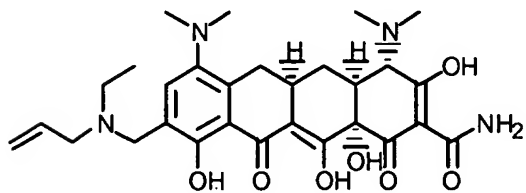
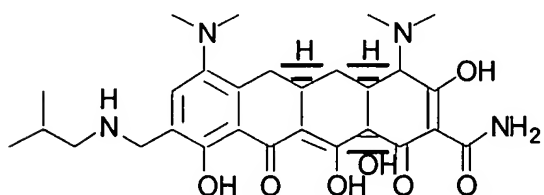
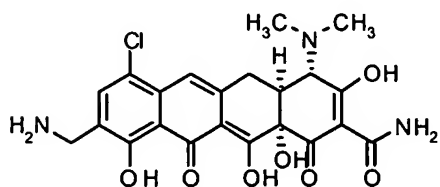
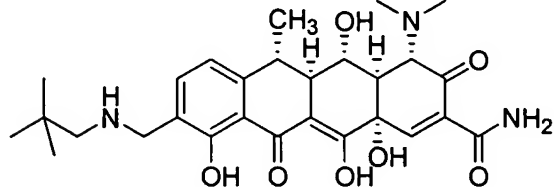
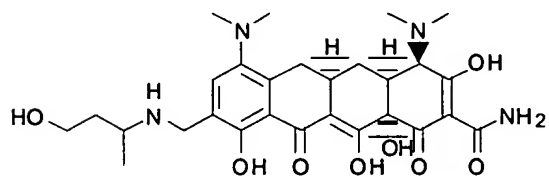
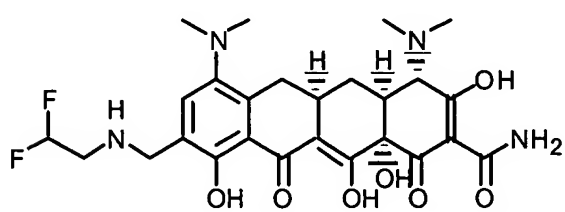
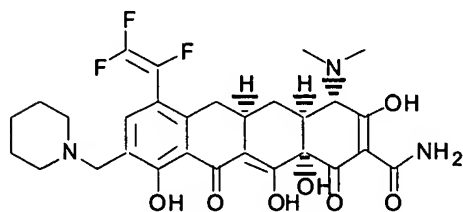
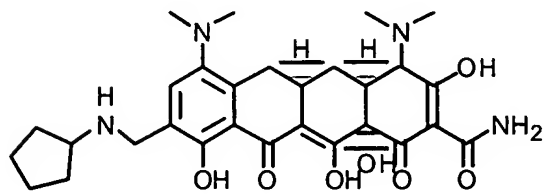
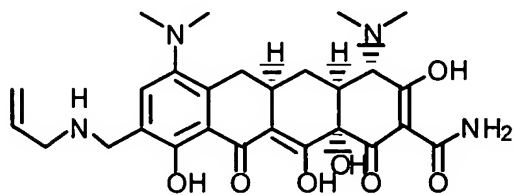
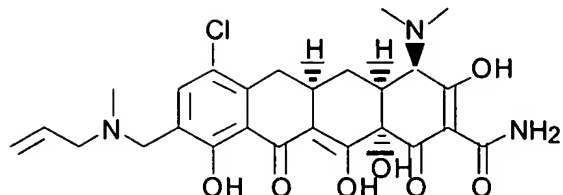
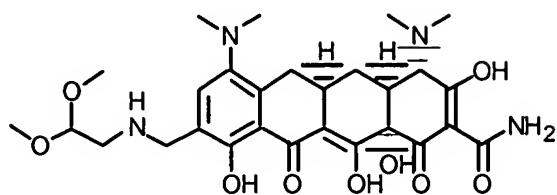


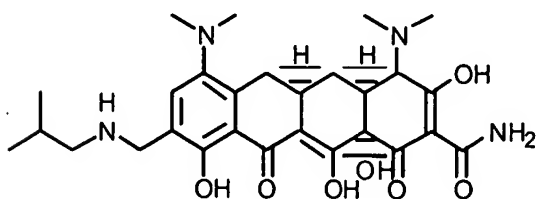
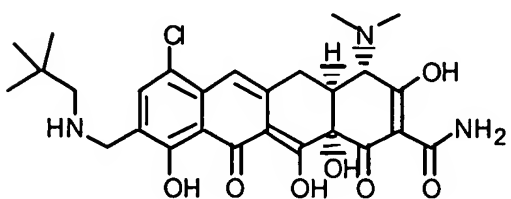
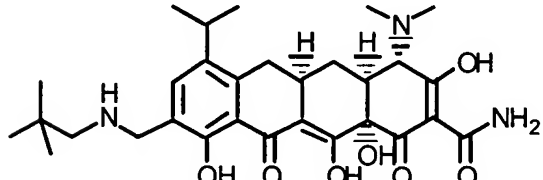
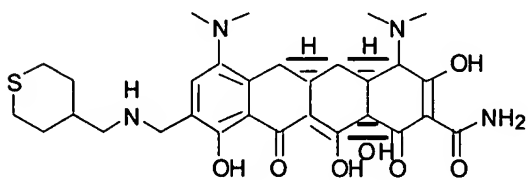
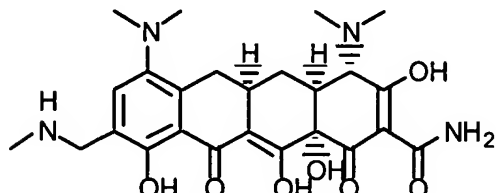
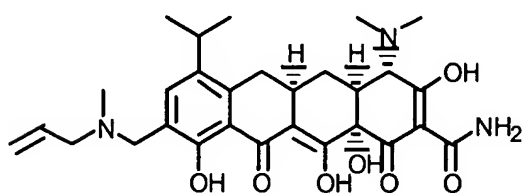
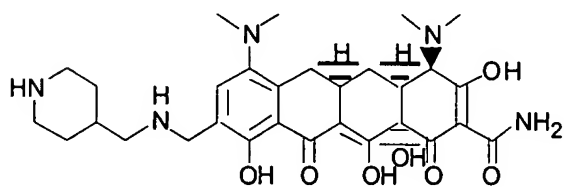
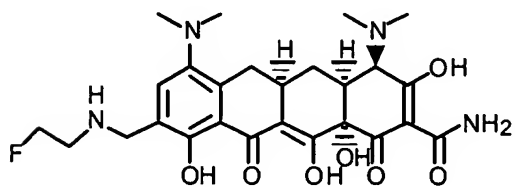
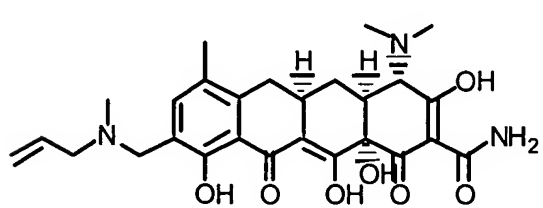
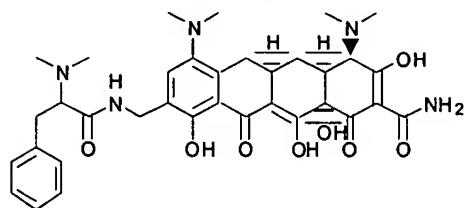
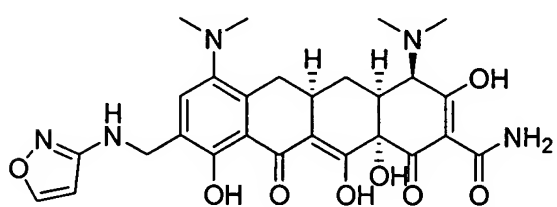
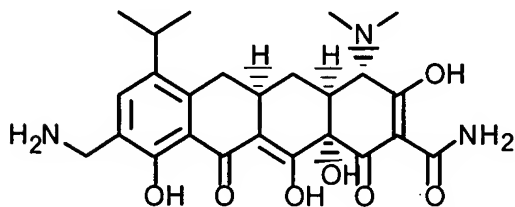
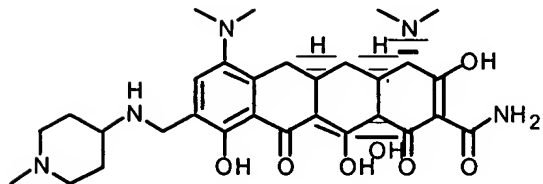
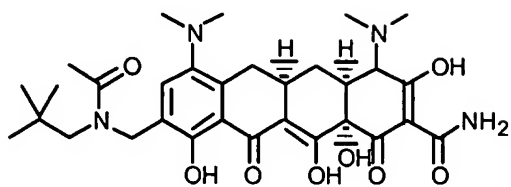


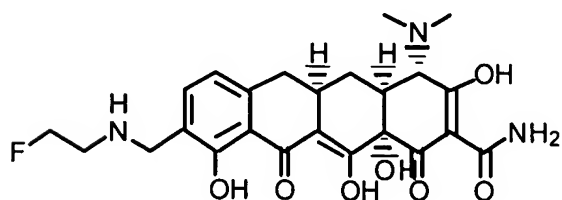
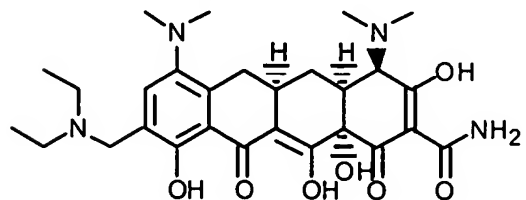
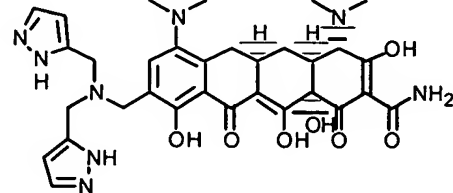
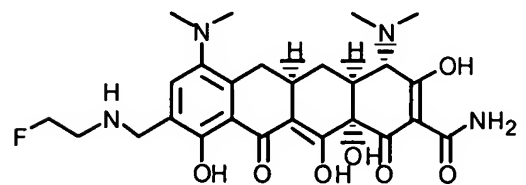
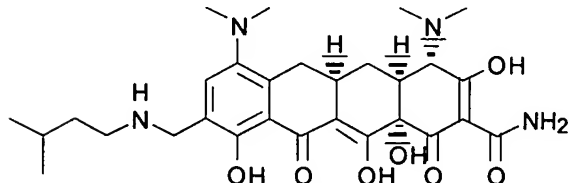
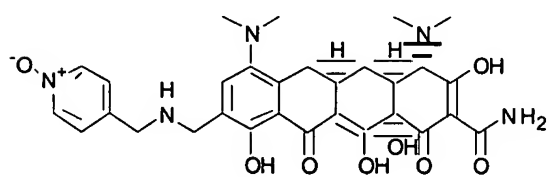
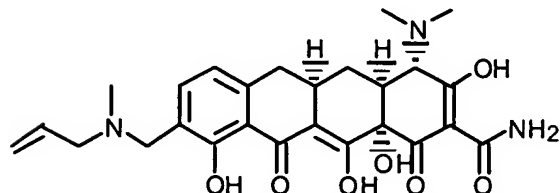
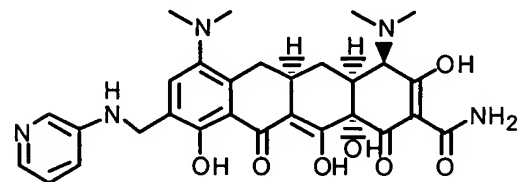
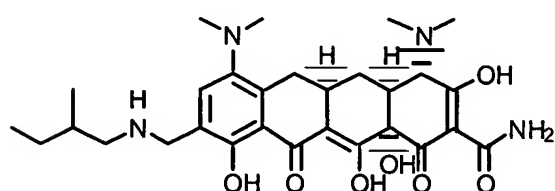
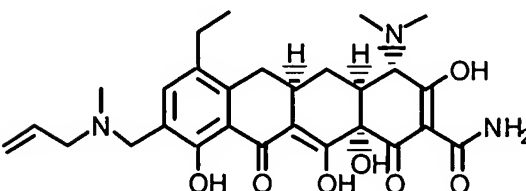
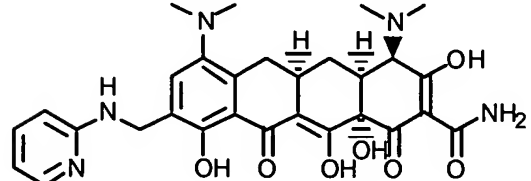
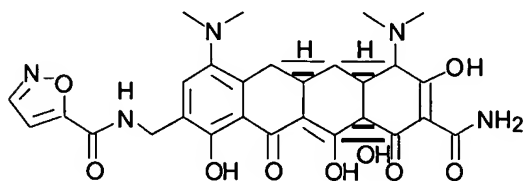
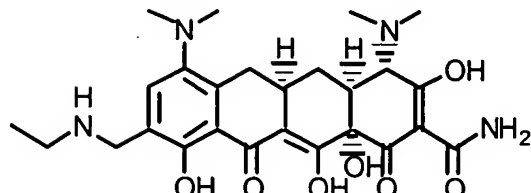
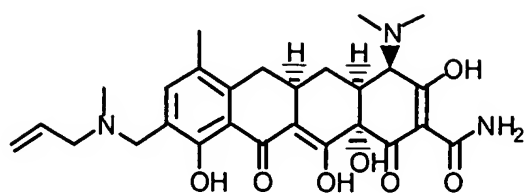


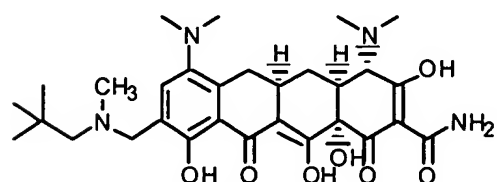
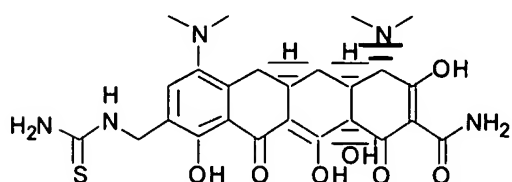
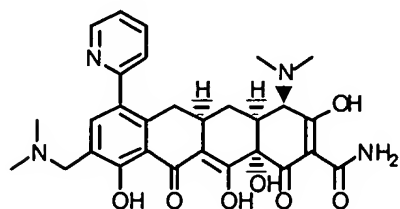
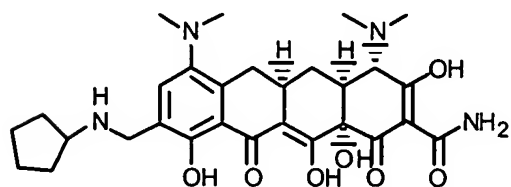
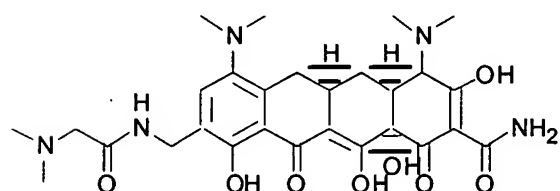
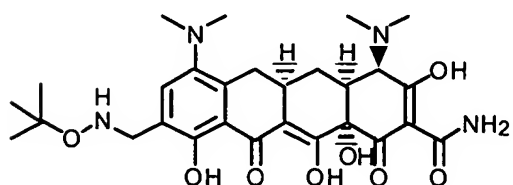
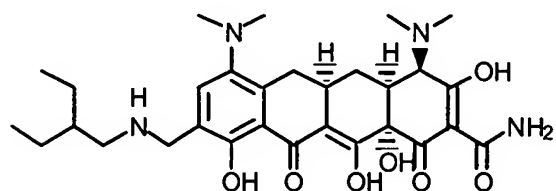
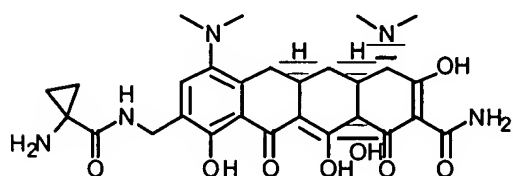
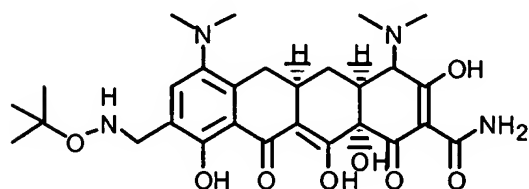
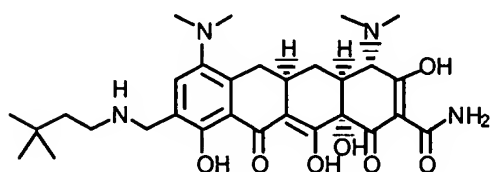
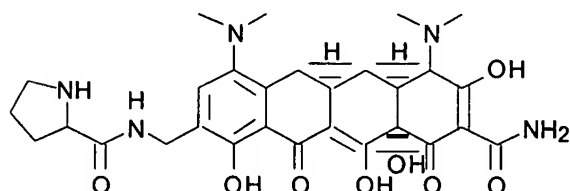
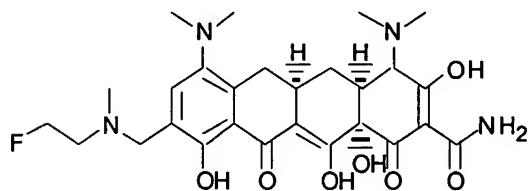
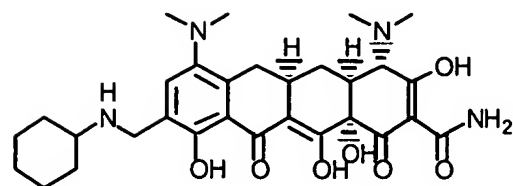
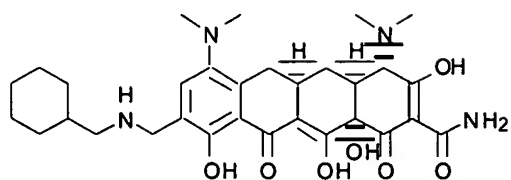


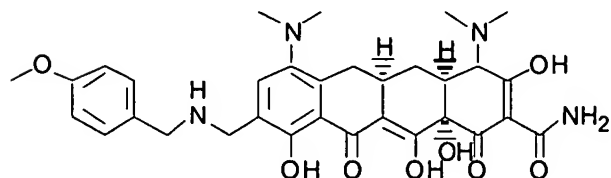
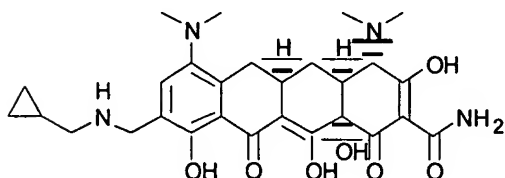
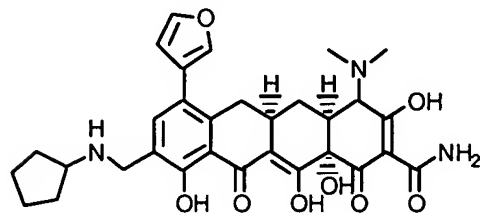
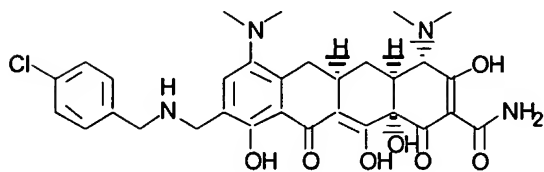
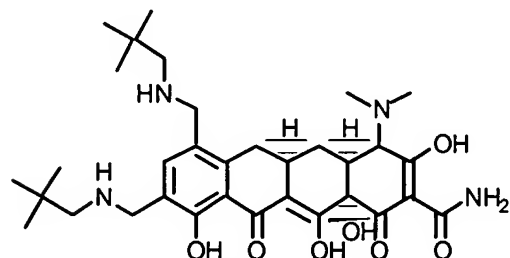
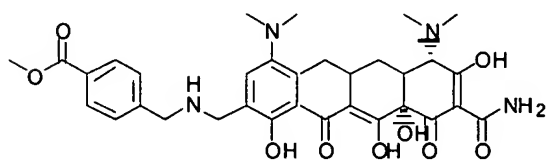
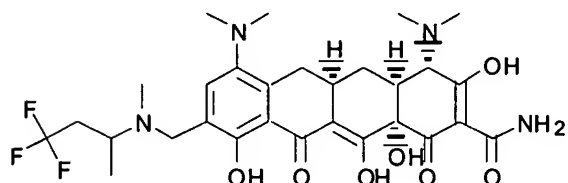
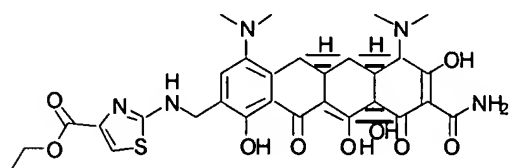
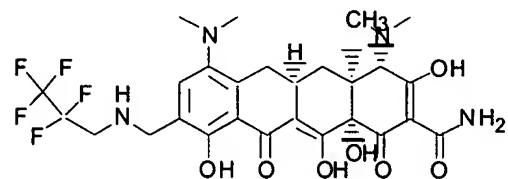
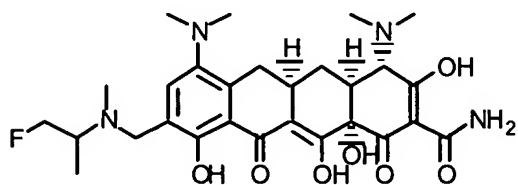
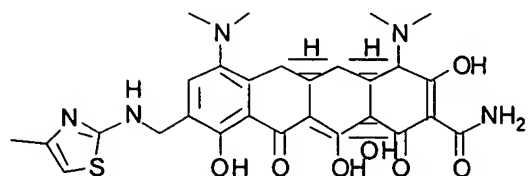
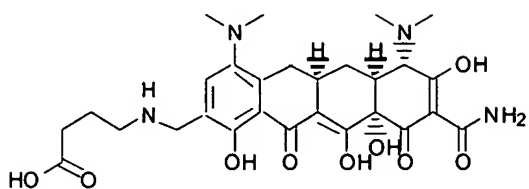


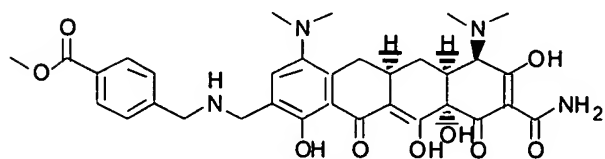
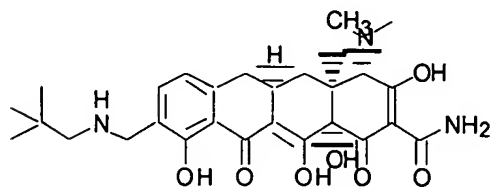
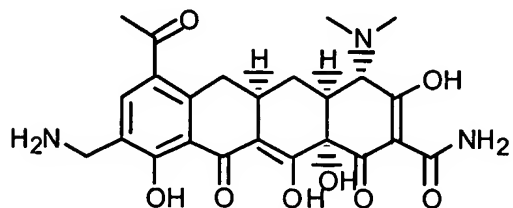
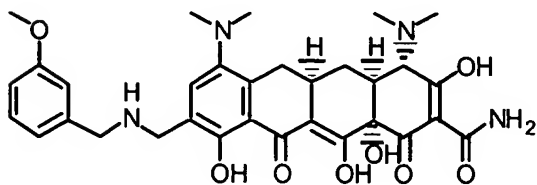
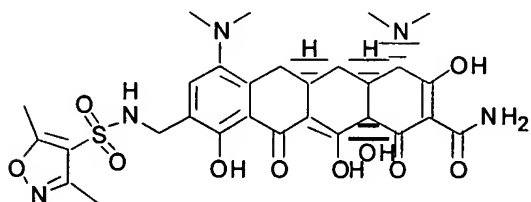
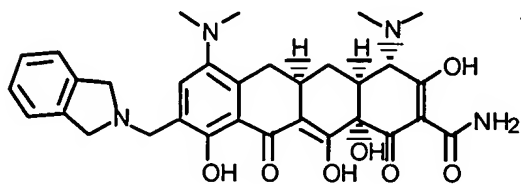
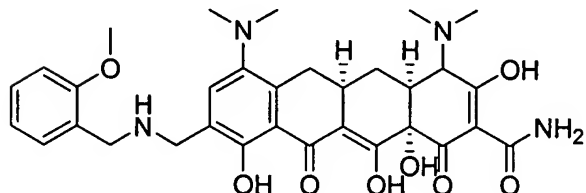
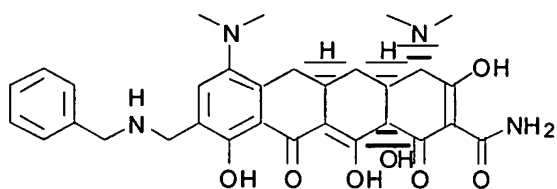
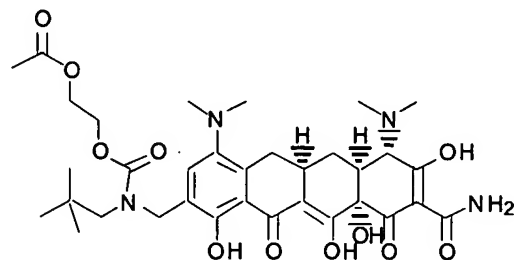
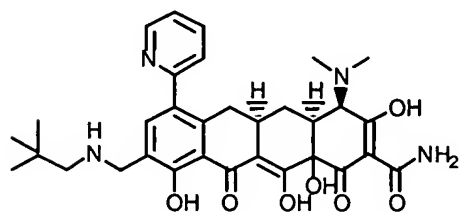
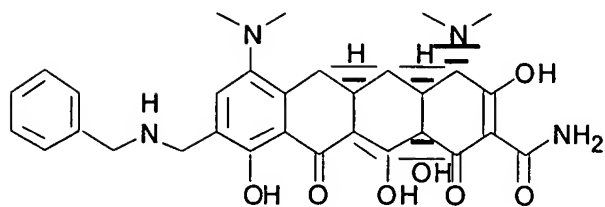
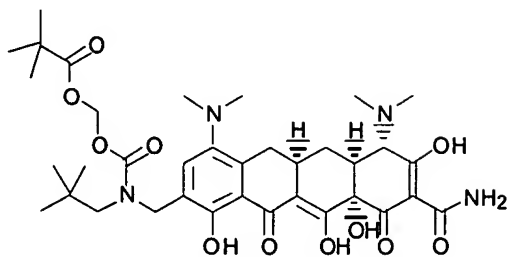


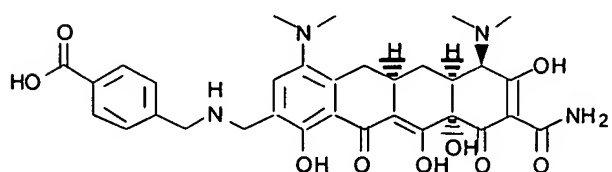
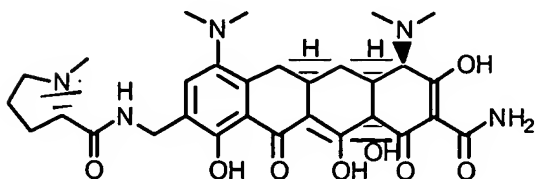
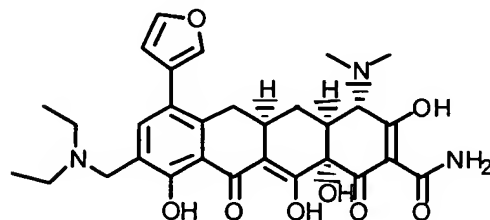
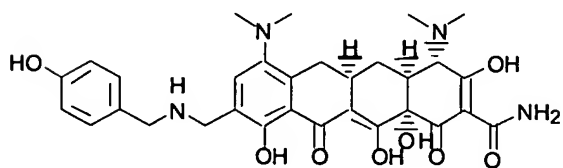
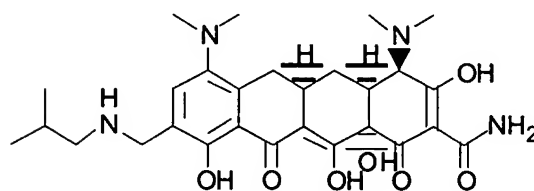
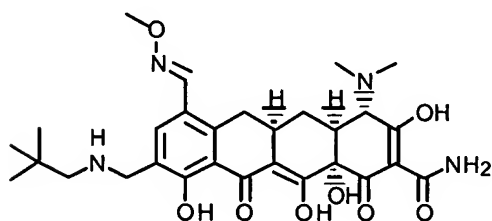
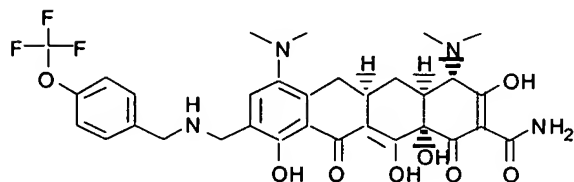
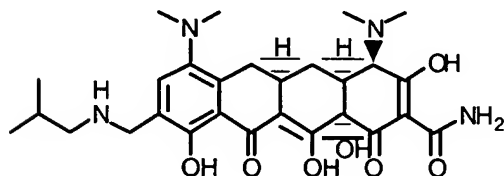
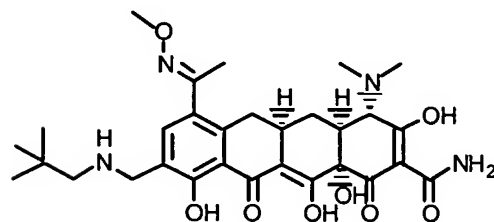
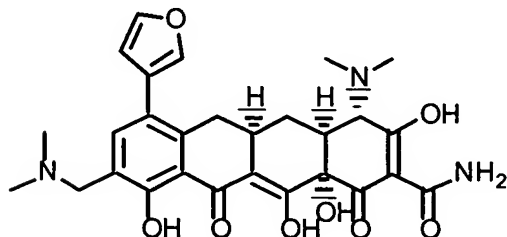
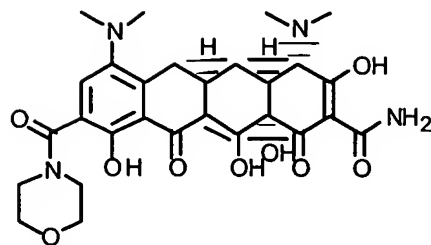
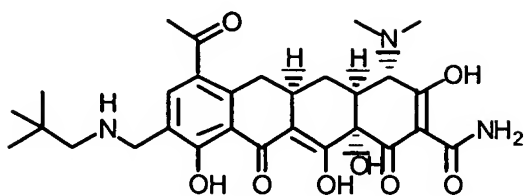


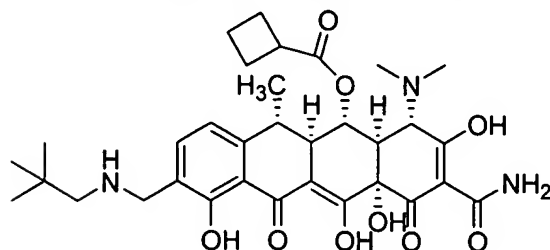
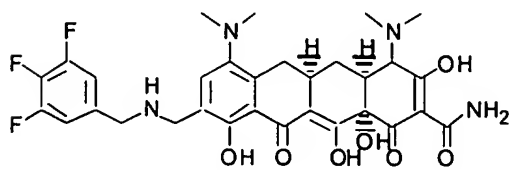
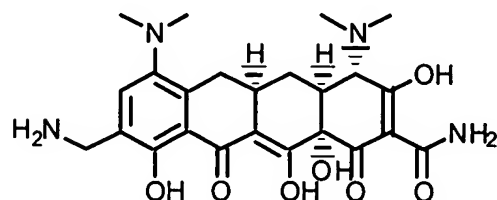
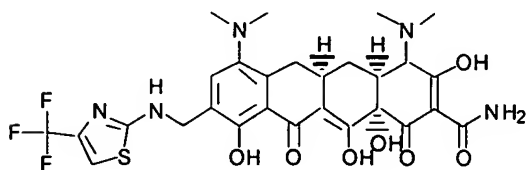
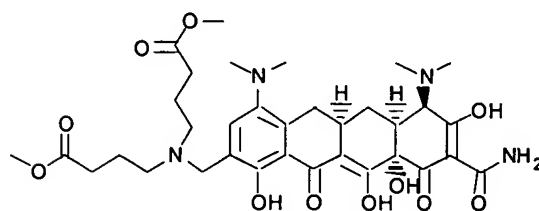
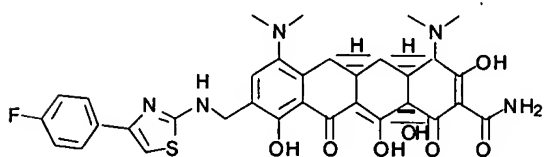
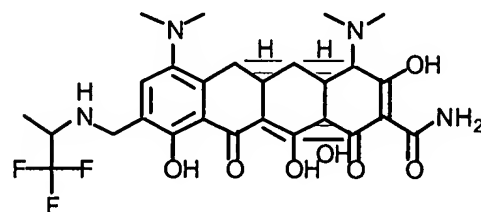
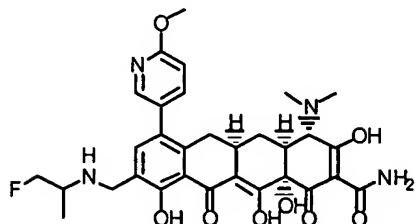
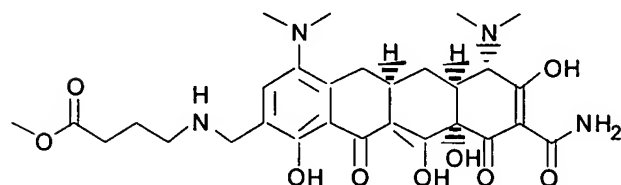
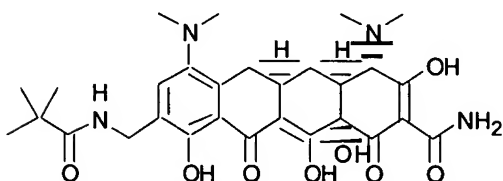
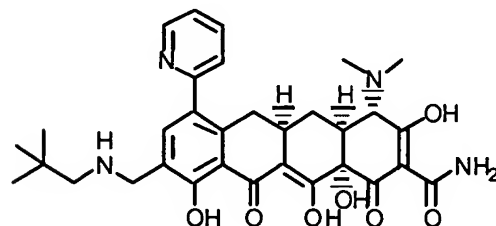
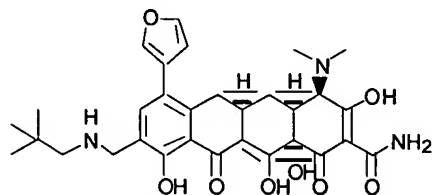
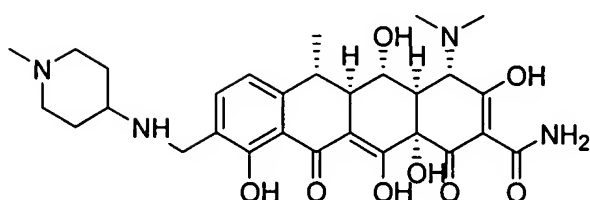
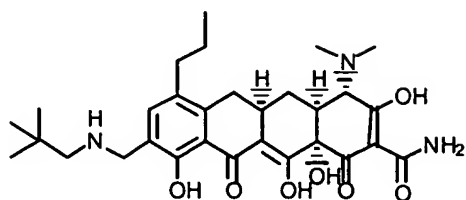


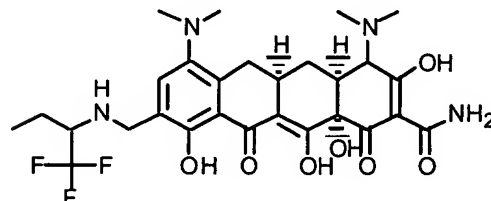
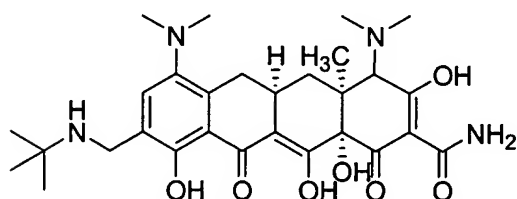
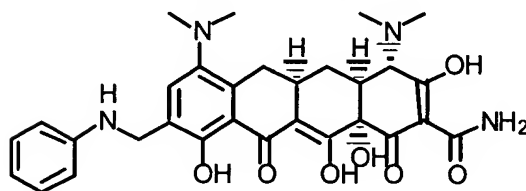
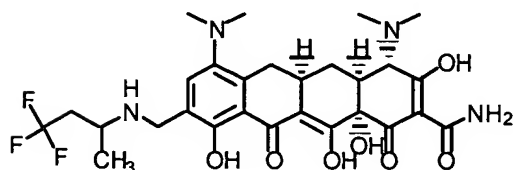
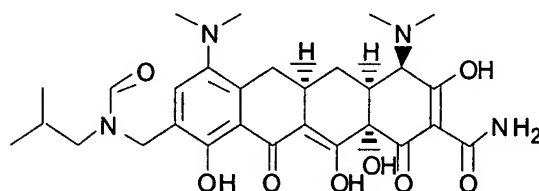
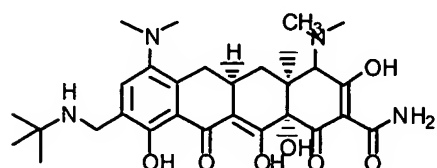
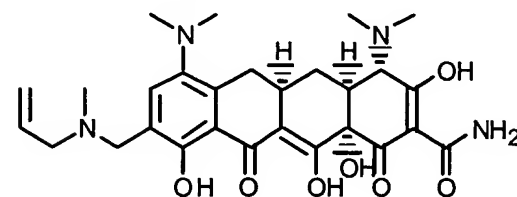
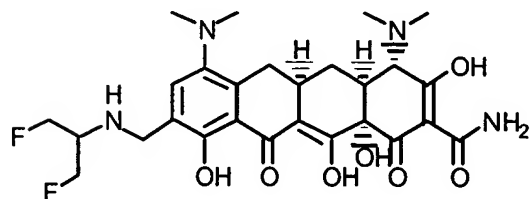
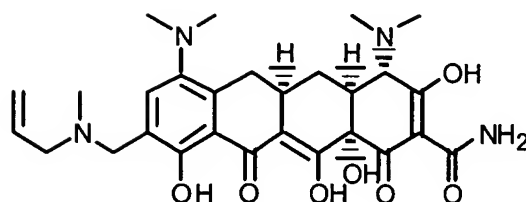
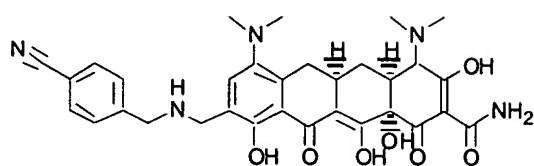












or a pharmaceutically acceptable salt thereof.

27. **(Previously Presented)** A pharmaceutical composition comprising an effective amount of a tetracycline compound of any one of claims 16, 25 or 26, and a pharmaceutically acceptable carrier.

28. **(Original)** The pharmaceutical composition of claim 27, wherein said effective amount is effective to treat a tetracycline responsive state.

29.-42. **(Cancelled)**

43. **(Currently Amended)** The compound of claim 42_1, wherein R⁷ is dimethylamino.
44. **(Previously Presented)** The compound of claim 16 or 24, wherein J⁶ is alkyl.
45. **(Currently Amended)** The compound of claim 44, wherein said compound is

